

Extract

from the Commercial Register of the
Municipal Court in Prague
Section B, File 1171

Incorporation and registration date:

30 December 1991

File number:

B 1171 at the Municipal Court in Prague

Business name:

Česká spořitelna, a.s.

Registered office:

Prague 4, Olbrachtova 1929/62, postcode 140 00

Identification number:

452 44 782

Legal form:

Joint stock company

Line of business:

The line of business is to carry out activities set out in the Act on Banks in Section 1 (1)

a) accept deposits from the public,

b) provide loans,

c) operation of activities referred to in the Act on Banks in Section 1 (3):

ca) investing in securities to own account,

cb) financial leasing,

cc) payment system and settlement,

cd) issuing and administering means of payment,

ce) providing guarantees,

cf) opening letters of credit,

cg) collecting payments,

ch) providing investment services including

- principal investment service pursuant to Section 8 (2) a) of Act No. 91/1992 on Securities, as amended (hereinafter referred to as the "Securities Act"), acceptance and handover of orders applying to investment instruments for a customer's account in relation to investment instruments pursuant to Section 8a (1) a) to g) of the Securities Act,

- principal investment service pursuant to Section 8 (2) b) of the Securities Act, implementation of orders applying to investment instruments for a foreign account in relation to investment instruments pursuant to Section 8a (1) a) to g) of the Securities Act,

- principal investment service pursuant to Section 8 (2) c) of the Securities Act, trading in investment instruments for own account in relation to investment instruments pursuant to Section 8a (1) a) to g) of the Securities Act,

- principal investment service pursuant to Section 8 (2) d) of the Securities Act, managing individual portfolios based on free discretion within a contractual arrangement with the customer, if some investment instruments are part of this portfolio in relation to investment instruments pursuant to Section 8a (1) a) to g) of the Securities Act,

- principal investment service pursuant to Section 8 (2) e) of the Securities Act, subscribing the issue of investment instruments or their placement in relation to investment instruments pursuant to Section 8a (1) a) to g) of the Securities Act,

- additional investment service pursuant to Section 8 (3) a) of the Securities Act, safekeeping and administration of one or several investment instruments in relation to investment instruments pursuant to Section 8a (1) a) to g) of the Securities Act,

- additional investment service pursuant to Section 8 (3) b) of the Securities Act, renting safe deposit boxes,
- additional investment service pursuant to Section 8 (3) d) of the Securities Act, advisory service applying to the structure of capital, industrial strategy and related issues, as well as providing advice and services applying to mergers and purchase of businesses,
- additional investment service pursuant to Section 8 (3) e) of the Securities Act, services connected with the subscription of issues pursuant to 2) e) of the Securities Act in relation to investment instruments pursuant to Section 8a (1) a) to g) of the Securities Act,
- additional investment service pursuant to Section 8 (3) f) of the Securities Act, advisory service applying to investing in investment instruments in relation to investment instruments pursuant to Section 8a (1) a) to g) of the Securities Act,
- additional investment service pursuant to Section 8 (3) g) of the Securities Act, implementation of foreign exchange operations connected with the provision of investment services,
- d) issue of mortgage bonds,
- e) brokerage,
- f) depository services,
- g) foreign exchange activities (purchase of foreign currency),
- h) providing banking information,
- i) trading for own account or for the account of a client in foreign exchange and gold,
- j) renting safe-deposit boxes,
- k) activities directly associated with the activities listed in the banking licence of Česká spořitelna,
- l) activity pursuant to Section 74 (1) of Act No. 427/2011 Coll. on Supplementary Pension Savings,
 - development of activity directed at a party interested in supplementary pension savings or a participant has the opportunity to conclude a supplementary pension savings contract with the pension company,
 - conclusion of a supplementary pension savings contract on behalf and to the account of the pension company.

Statutory body – Board of Directors:**Chairman of the Board of Directors:**

Ing. TOMÁŠ SALOMON, d.o.b. 1 March 1966
Alej Českých exulantů 1153/9, Ruzyně, 161 00 Prague 6
Date of appointment: 2 January 2023
Date of membership: 2 January 2023

Member of the Board of Directors:

Ing. IVAN VONDRA, d.o.b. 29 November 1963
Okružní 1428, Olešovice, 251 68 Kamenice
Date of membership: 2 August 2021

Vice-Chairman of the Board of Directors:

Ing. KAREL MOUREK, d.o.b. 20 September 1967
Meduňková 711/31, Kolovraty, 103 00 Prague 10
Date of appointment: 1 August 2021
Date of membership: 1 August 2021

Member of the Board of Directors:

Ing. MARTIN KOBZA, d.o.b. 10 August 1980
81102 Bratislava, Vajanského nábrežie, Slovak Republic
Date of membership: 1 November 2021

Member of the Board of Directors:

Ing. DANIELA PEŠKOVÁ, d.o.b. 27 April 1974
Menclova 2468/18, Libeň, 180 00 Prague 8
Date of appointment: 2 February 2024
Date of membership: 2 February 2024

Member of the Board of Directors:

Ing. PAVEL KRÁČMAR, d.o.b. 15 May 1966
Čínská 880/18, Bubeneč, 160 00 Prague 6
Date of appointment: 2 February 2024
Date of membership: 2 February 2024

Number of members:

6

Manner of action:

The Board of Directors is the Company's statutory body which is authorised to manage the Company's business and represent the Company in all matters. If this concerns written legal acts, two members of the Board of Directors act and sign jointly on behalf of the Company; otherwise each member of the Board of Directors acts separately on behalf of the Company. They sign written legal acts by attaching their signature to the Company's business name.

Proxies:

Mgr. MICHAL NĚMEC, d.o.b. 3 July 1975
Setbová 389, Běchovice, 190 11 Prague 9

Ing. JAN BOJKO, d.o.b. 17 June 1979
No. 163, 252 10 Zbořany

The two proxies always jointly act and sign on behalf of the Company. The proxies sign by attaching their signature to the Company's business name and stating the information that they act as proxies. The proxies are not authorised to alienate or encumber the Company's immovable assets.

Supervisory Board:

Chairman of the Supervisory Board:

WILLIBALD CERNKO, d.o.b. 7 July 1956
1080 Vienna, Feldgasse 1/35, Republic of Austria
Date of appointment: 26 September 2022
Date of membership: 1 September 2022

Member of the Supervisory Board:

ALEŠ VEVERKA, d.o.b. 26 January 1973
Na Pěšině 3155/26a, 690 03 Břeclav
Date of membership: 15 January 2023

Member of the Supervisory Board:

Ing. ZLATA GRÖNINGEROVÁ, d.o.b. 4 July 1957
Počernická 3226/2f, Strašnice, 100 00 Prague 10
Date of membership: 27 April 2021

Member of the Supervisory Board:

MAURIZIO POLETTO, d.o.b. 7 July 1973
1060 Vienna, Hornbostelgasse 16-18, Republic of Austria
Date of membership: 14 June 2021

Member of the Supervisory Board:

Mgr. ZLATA KUNEŠOVÁ, d.o.b. 26 January 1972
Melodická 1385/7, Stodůlky, 158 00 Prague 5
Date of membership: 15 January 2023

Member of the Supervisory Board:

MARTA VRBOVÁ, d.o.b. 21 February 1964
Na Lani 213, Loučka, 741 01 Nový Jičín
Date of membership: 15 January 2023

Vice-Chairman of the Supervisory Board:

Ing. ŠTEFAN MÁJ, d.o.b. 30 June 1952
84104 Bratislava, Pod Rovnicami 3561/41, Slovak Republic
Date of appointment: 1 November 2023
Date of membership: 1 November 2023

Member of the Supervisory Board:

Dipl.-Ing. STEFAN DÖRFLER, d.o.b. 24 February 1971
1190 Vienna, Zahnradbahnstrasse 6/2, Republic of Austria
Date of membership: 1 November 2023

Member of the Supervisory Board:

Mgr. ATTILA SÁNTA, d.o.b. 1 October 1979
82109 Bratislava, Trenčianská 689/26, Slovak Republic
Date of membership: 24 June 2024

Number of members:

9

Sole shareholder:

Erste Group Bank AG
1100 Vienna, Am Belvedere 1, Republic of Austria
Registration number: FN 33209m
Legal form: Joint stock company

Shares:

152,000,000 book-entry ordinary registered securities in the nominal value of CZK 100,

Registered capital:

CZK 15,200,000,000
Paid up: 100%

Other facts:

Data about the founding of the Company:

The Company was established on a one-time basis by the National Property Fund of the Czech Republic by the founding plan of 27 December 1991 pursuant to the provision of Section 15 et seq. of Act No. 104/1990 Coll. The Company's Articles of Association were approved and adopted, and the members of the Board of Directors, Supervisory Board and account auditors were appointed.

On the date of the establishment of the Company 352.8 thousand registered shares at CZK10,000 each and 2,072 thousand bearer shares at CZK 1,000 each subscribed, which is equal to the registered capital.

The registered capital was fully paid up.

Amendment to the Articles of Association approved by a resolution of the General Meeting on 16 May 2001.

Amendment to the Articles of Association approved by a resolution of the General Meeting on 10 March 1999.

Amendment to the Articles of Association approved by a resolution of the General Meeting on 19 May 1999.

Amendment to the Articles of Association approved by a resolution of the Extraordinary General Meeting on 22 October 2001.

As a consequence of merger by acquisition, the equity of the dissolving company IT Centrum s.r.o. with registered office in Prague 1, Vodičkova 710/31, postcode 110 00, ID No.: 274 29 199, registered in the Commercial Register maintained by the Municipal Court in Prague under file number C 112494, was transferred to Česká spořitelna, a.s., as the successor company.

Number of members of the statutory body: 6

Number of members of the Supervisory Board: 9

The business corporation conformed to the law as a whole by the procedure pursuant to Section 777 (5) of Act No. 90/2012 Coll., on Business Companies and Cooperatives.

Amendment to the Articles of Association approved by a resolution of the General Meeting on 23 April 2014.

Amendment to the Articles of Association approved by a resolution of the General Meeting on 22 April 2016.

Amendment to the Articles of Association approved by a resolution of the General Meeting on 25 April 2017.

Amendment to the Articles of Association approved by a resolution of the General Meeting on 30 April 2018.

On 3 October 2018 the Company's General Meeting adopted the following resolutions:

1. An extract from the Austrian Commercial Register and a copy of the extract from the records of the Central Securities Depository regarding the Company (as defined below), the full original version of which is kept at the Company, proved that the ERSTE GROUP BANK AG, a company established under the law of the Republic of Austria, with registered office at Am Belvedere 1, A-1100 Vienna, Republic of Austria, registered at the Commercial Court Vienna under registration number 33209m (hereinafter referred to as the "Main Shareholder"), owns (i) 140,117,792 ordinary registered book-entry securities (CZ0008023801) at the nominal value of CZK 100 per one share issued by the Company at the total nominal value of 92.2% of the Company's registered capital, to which a 99.52% share in the voting rights of the Company is attached, and (ii) 10,322,226 registered preference book-entry securities (CZ0008023736) at the nominal value of CZK 100 per one share issued by the Company at the total nominal value of 6.8% of the Company's registered capital to which no voting rights are attached, i.e. shares whose total nominal value is 99% of the Company's registered capital, to which a 99.52% share is attached of the voting rights in Česká spořitelna, a.s., with registered office in Prague 4, Olbrachtova 1929/62, postcode 140

00, ID No.: 45244782, registered in the Commercial Register maintained by the Municipal Court in Prague, Section B, File 1171 (hereinafter referred to as the "Company"). So it was proved that the Main Shareholder is the main shareholder of the Company within the meaning of the provision of Section 375 of Act No. 90/2012 Coll. on Business Companies and Cooperatives, as amended (hereinafter referred to as the "Business Corporations Act").

2. The General Meeting makes decisions within the meaning of the provision of Section 375 et seq. of the Business Corporations Act on the transfer of all shares issued by the Company that are owned by the Company's shareholders different from the Main Shareholder to the Main Shareholder. The ownership title to the shares of these other shareholders passes to the Main Shareholder with the expiry of one month after the publication of the record of the General Meeting resolution in the Commercial Register (the date of transfer of the ownership title hereinafter referred to as the "Transfer Date"). So on the Transfer Date the title to all the Company shares will be transferred to the Main Shareholder whose owner at the Transfer Date shall be persons different from the Main Shareholder.

3. The Main Shareholder shall provide the other Company shareholders or, if the establishment of lien to the shares is proved, the lien creditor (pledgee) with consideration to the shares of CZK 1,328 for one book-entry ordinary registered share at the nominal value of CZK 100 issued by the Company and consideration of CZK 1,328 for one book-entry registered preference share at the nominal value of CZK 100 issued by the Company. The adequacy of the proposed amount of consideration is supported by expert opinion no. 310-6/18 drawn up by the expert institute of KPMG Česká republika, s.r.o. with registered office in Prague 8, Pobřežní 648/1a, postcode 186 00, ID No.: 00553115, registered in the Commercial Register maintained by the Municipal Court in Prague, Section C, File 326 of 1 August 2018 which valued one book-entry ordinary registered share at the nominal value of CZK 100 issued by the Company at the amount of CZK 1,328 and the value of one book-entry registered preference share at the nominal value of CZK 100 issued by the Company at the amount of CZK 1,328.

4. The Main Shareholder shall provide authorised persons with consideration, including any interest usual at the time of the transfer of the ownership title to the Company shares without undue delay, however within thirty days at the latest after the date of registration of the ownership title of the Main Shareholder to the shares, which during the transfer of participating securities were transferred to the Main Shareholder, in the relevant records of securities. Komerční banka, a.s., a bank with registered office in Prague 1, Na Příkopě 33/969, postcode 11407, ID No.: 45317054, registered in the Commercial Register maintained by the Municipal Court in Prague under file number B 1360 (hereinafter referred to as the "Agent") was authorised by the Main Shareholder to pay out the consideration to the Company's shareholders.

5. The Agent shall pay out consideration to the bank account of the shareholder stated as at the Transfer Date in the extract from the relevant records of the issue of booked securities maintained for the Company by the Central Securities Depository (hereinafter referred to as the "Extract"). If the shareholder's bank account is not stated in the Extract as at the Transfer Date, the Agent shall pay out to the shareholder consideration in cash at the Agent's branches in the Czech Republic which allow cash withdrawal, or to the bank account the details of which the shareholder shall disclose to the Agent within fourteen days as of the Transfer Date (hereinafter referred to as the "Deadline"), either in person or through a proxy at any of the Agent's branches in the Czech Republic, or in the manner stated on the Company's website (<http://www.csas.cz> v sekci O nás – Pro akcionáře a investory , odkaz Informace pro akcionáře, položka Valná hromada 3.10.2018) (<http://www.csas.cz> in the About Us section – For Shareholders and Investors, link Information for Shareholders, item General Meeting on 3 October 2018) (hereinafter referred to as the "Company's Website") by using the relevant form which can be downloaded from the Company's Website

(hereinafter referred to as the “Form”). Further instructions and information concerning the completion and sending of the Form, disclosing the bank account at the Agent’s branch and payment of consideration in cash are published on the Company’s Website. For the time that the shareholder delays in providing cooperation required for payment of consideration, the shareholder shall not be entitled to interest usual at the time of the transfer of the ownership title to the Company shares to the Main Shareholder, unless the shareholder credibly proves to the Main Shareholder that it could not provide cooperation for reasonable and justifiable reasons. In case that on the Transfer Date, a pledge is established to the shareholder’s shares and if the bank account is not provided in the Statement on the Transfer Date, the shareholder shall make sure that the bank account details are provided to the Agent in the appropriate manner and within the Deadline by the pledgee or that the pledgee or his proxy, within the Deadline, visits the Agent’s branch in the Czech Republic which allows a withdrawal in cash for the purpose of payment of consideration in cash.

The amendment to the Articles of Association approved by the resolution of the decision of the sole shareholder in exercising the powers of the General Meeting on 19 September 2019.

Under the Agreement on the Transfer of a Part of a Business entered into and concluded on 1 December 2020 between Waldviertler Sparkasse Bank AG, with registered office in Zwettl, Lower Austria at the address: Sparkassenplatz 3, 3910 Zwettl, Republic of Austria, registered in the Commercial Register maintained by the Regional Court in Krems under registration number FN 36924 (as the “Seller”) and Česká spořitelna, a.s., with registered office in Prague 4, Olbrachtova 1929/62, postcode 140 00, ID No.: 45244782, registered in the Commercial Register maintained by the Municipal Court in Prague, file no. B 1171 (as the “Purchaser”) the transfer took place on 1 January 2021 of the propriety right to part of the business of the Seller which forms a separate organisational unit of the Seller and includes the equity of the Seller relating to its business activity in the area of retail and commercial banking in the Czech Republic operated through a subsidiary of Waldviertler Sparkasse Bank AG, with registered office in Klášterská 126, Jindřichův Hradec II, 377 01 Jindřichův Hradec, ID No.: 49060724, registered in the Commercial Register maintained by the Regional Court in České Budějovice, file no. A 2482, but with the exception of individual items that the Seller and Purchaser have excluded from the subject of purchase.

Česká spořitelna, a.s., with registered office in Prague 4, Olbrachtova 1929/62, postcode 140 00, ID No.: 452 44 782, as the Purchaser, entered into and concluded on 22 February 2021 with Brokerjet České spořitelny, a.s. in liquidation, with registered office in Budějovická 1518/13a, Michle, 140 00 Prague 4, ID No.: 270 88 677, as the Seller, a Contract of Purchase of a Business under which the business was sold in the scope as specified in Annex No. 1 of this Contract. The Contract of Purchase of a Business was approved on 26 January 2021 by a decision of the sole shareholder in exercising the powers of the General Meeting of Česká spořitelna, a.s. The transfer came into effect on 1 April 2021.

Česká spořitelna, a.s., with registered office in Prague 4, Olbrachtova 1929/62, postcode 140 00, ID No.: 452 44 782, as the Purchaser, entered into and concluded on 8 November 2021 with MOPET CZ a.s., with registered office in Budějovická 1912/64b, Krč, 140 00 Prague 4, ID No.: 24759023, as the Seller, a Contract of Purchase of a Business under which the business was sold in the scope as specified in Annex No. 1 of this Contract. The Contract of Purchase of a Business was approved on 19 October 2021 by a decision of the sole shareholder in exercising the powers of the General Meeting of Česká spořitelna, a.s. The transfer came into effect on 15 December 2021.

The amendment to the Articles of Association approved by the resolution of the decision of the sole shareholder in exercising the powers of the General Meeting on 11 April 2022.

Under the Contract of Sale and Purchase of a Business of Sberbank CZ, a.s. in liquidation, concluded on 16 December 2022 between JUDr. Jiřina Luřov, ID No.: 44686650, with registered office in Duřn 22, 110 00 Prague 1, acting on account of debtor Sberbank CZ, a.s. in liquidation, with registered office in U Trezorky 921/2, Jinonice, 158 00, Prague 5, ID No.: 25083325, a company registered in the Commercial Register maintained by the Municipal Court in Prague, Section B, File 4353 (hereinafter referred to as the “Debtor”) as the insolvency administrator appointed in the insolvency proceedings held on the assets of the Debtor at the Municipal Court in Prague, under file no.: MSPH 95 INS 12575/2022 (as the “Seller”) (hereinafter referred to as the “Seller”), and esk spořitelna, a.s., with registered office in Prague 4, Olbrachtova 1929/62, postcode 140 00, ID No.: 45244782, registered in the Commercial Register maintained by the Municipal Court in Prague, Section B, File 1171 (as the “Purchaser”) (hereinafter referred to as the “Purchaser”), the transfer took place on 5 April 2023 of the ownership title of the Debtor’s business to the Purchaser, however with the exception of individual items which the Seller and Purchaser excluded from the subject of the purchase and sale. The certificate of purchase of the Debtor’s business is deposited in the collection of documents maintained by the Municipal Court in Prague under file no. B 1171 and file no. B 4353.

The amendment to the Articles of Association approved by the resolution of the decision of the sole shareholder in exercising the powers of the General Meeting on 19 April 2024.

This statement is not for sale and was drawn up on the Internet (<http://www.justice.cz>).

On: 26 August 2024 12:26

Data valid as of 26 August 2024 03:58